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OF COUNSEL  
URBAN A. LESTER

20250-C.  
RECORDATION NO. 20250-C. FILED

July 31, 2007

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SURFACE TRANSPORTATION BOARD

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of July 31, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 20250.

The names and addresses of the parties to the enclosed document are:

Assignor: Railcar Investment LLC  
(as Assignee of Wachovia Financial Services,  
Inc., f/k/a First Union Commercial Corporation)  
c/o First Union Rail Corporation  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Assignee: AIG Rail Services, Inc.  
5700 Granite Parkway  
Plano, TX 75024

Mr. Vernon A. Williams  
July 31, 2007  
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A description of the railroad equipment covered by the enclosed document is:

164 railcars within the series NVPX 1001-1180 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Memorandum of Assignment.

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal stroke extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

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**MEMORANDUM OF ASSIGNMENT**  
(Surface Transportation Board)

**SURFACE TRANSPORTATION BOARD**

THIS MEMORANDUM OF ASSIGNMENT dated as of July 31, 2007 ("Memorandum") is between Railcar Investment LLC, a Delaware limited liability company ("Seller") and AIG Rail Services, Inc., a Delaware corporation ("Buyer").

The parties to this Memorandum hereby acknowledge and confirm the following:

A. Seller, as lessor, has leased certain railroad cars more particularly described on Schedule 1 attached hereto (the "Equipment") pursuant to that certain Lease Schedule No. 001 dated as of August 30, 1996 ("Schedule 001"), Lease Schedule No. 002 dated as of October 1, 1996 ("Schedule 002") and Lease Schedule No. 003 dated as of September 1, 1999 ("Schedule 003") (each as supplemented, amended and renewed to date, collectively the "Schedules") in each case between Nevada Power Company ("Lessee") and Seller (as assignee of Wachovia Financial Services, Inc., (f/k/a First Union Commercial Corporation)) and executed in connection with that certain Master Rail Lease Agreement 7707334 dated June 10, 1996 (as supplemented, amended and renewed to date and solely as it relates the Schedules, the "Master Lease") between Lessee and Seller (as assignee of Wachovia Financial Services, Inc., (f/k/a First Union Commercial Corporation)) The Master Lease and the Schedules are hereinafter referred to as the "Lease Documents."

B. A Memorandum of Master Rail Lease Agreement was filed with the Surface Transportation Board with respect to Schedule 001 under recordation number 20250; a Memorandum of Master Equipment Lease Agreement was filed with the Surface Transportation Board with respect to Schedule 002 under recordation number 20250-A; a Memorandum of Lease Assignment was filed with the Surface Transportation Board with respect to Schedule 001 and Schedule 002 under recordation number 20250-B; and a Memorandum of Master Rail Lease Agreement was filed with the Surface Transportation Board with respect to the Schedule 003 under recordation number 22452.

C. Buyer and Seller are parties to that certain Purchase Agreement dated July 31, 2007, and Assignment and Assumption Agreement dated July 31, 2007 pursuant to which Seller has assigned to Buyer all of its right, title and interest under the Lease Documents with respect to the Equipment described on the Schedules.

D. The parties hereto wish to show for public record this Memorandum and accordingly have caused this Memorandum to be executed by their officers thereunto duly authorized, as of the date first above written. This Memorandum may be executed in counterparts, each such counterpart shall be binding on both parties hereto, notwithstanding that both parties are not signatories to the same counterpart.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

RAILCAR INVESTMENT LLC

By: Richard F. Seymour  
Name: Richard F. Seymour  
Title: Managing Director

STATE OF ILLINOIS )  
 ) ss:  
COUNTY OF COOK )

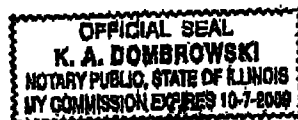
The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Cook this     day of July, 2007 by Richard F. Seymour, as Managing Director of Railcar Investment LLC, a Delaware limited liability company, on behalf of the company.

K. A. Dombrowski

Notary Public

My commission expires: 10-7-2009

[Notarial Seal]



IN WITNESS WHEREOF, the parties have caused this Memorandum to be executed as of the first date herein above written.

AIG RAIL SERVICES, INC.

By: Jeffrey L. Wilkinson  
Name: Jeffrey L. Wilkinson  
Title: Vice President

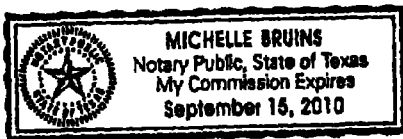
STATE OF Texas )  
 ) ss:  
COUNTY OF Collin )

The foregoing Memorandum was acknowledged before me, the undersigned Notary Public, in the County of Collin this 31st day of July, 2007 by Jeffrey L. Wilkinson, as Vice President AIG Rail Services, Inc., a Delaware corporation.

Michelle Bruins  
Notary Public

My commission expires: 9/15/2010

[Notarial Seal]



**SCHEDULE 1**  
**Description of Equipment**

1	NVPX	001001	42	NVPX	001044
2	NVPX	001002	43	NVPX	001045
3	NVPX	001004	44	NVPX	001046
4	NVPX	001005	45	NVPX	001047
5	NVPX	001006	46	NVPX	001048
6	NVPX	001007	47	NVPX	001049
7	NVPX	001008	48	NVPX	001050
8	NVPX	001009	49	NVPX	001051
9	NVPX	001010	50	NVPX	001052
10	NVPX	001011	51	NVPX	001053
11	NVPX	001012	52	NVPX	001054
12	NVPX	001013	53	NVPX	001055
13	NVPX	001014	54	NVPX	001056
14	NVPX	001015	55	NVPX	001057
15	NVPX	001016	56	NVPX	001058
16	NVPX	001017	57	NVPX	001059
17	NVPX	001018	58	NVPX	001060
18	NVPX	001019	59	NVPX	001061
19	NVPX	001020	60	NVPX	001062
20	NVPX	001021	61	NVPX	001063
21	NVPX	001022	62	NVPX	001065
22	NVPX	001023	63	NVPX	001066
23	NVPX	001024	64	NVPX	001067
24	NVPX	001025	65	NVPX	001069
25	NVPX	001026	66	NVPX	001071
26	NVPX	001027	67	NVPX	001072
27	NVPX	001028	68	NVPX	001073
28	NVPX	001029	69	NVPX	001074
29	NVPX	001030	70	NVPX	001075
30	NVPX	001031	71	NVPX	001076
31	NVPX	001032	72	NVPX	001077
32	NVPX	001033	73	NVPX	001078
33	NVPX	001034	74	NVPX	001079
34	NVPX	001035	75	NVPX	001080
35	NVPX	001037	76	NVPX	001081
36	NVPX	001038	77	NVPX	001082
37	NVPX	001039	78	NVPX	001083
38	NVPX	001040	79	NVPX	001084
39	NVPX	001041	80	NVPX	001085
40	NVPX	001042	81	NVPX	001086
41	NVPX	001043	82	NVPX	001087

83	NVPX	001088	128	NVPX	001138
84	NVPX	001089	129	NVPX	001139
85	NVPX	001090	130	NVPX	001140
86	NVPX	001091	131	NVPX	001142
87	NVPX	001092	132	NVPX	001145
88	NVPX	001003	133	NVPX	001146
89	NVPX	001094	134	NVPX	001147
90	NVPX	001095	135	NVPX	001148
91	NVPX	001096	136	NVPX	001149
92	NVPX	001098	137	NVPX	001150
93	NVPX	001099	138	NVPX	001151
94	NVPX	001100	139	NVPX	001152
95	NVPX	001101	140	NVPX	001153
96	NVPX	001102	141	NVPX	001154
97	NVPX	001103	142	NVPX	001155
98	NVPX	001104	143	NVPX	001156
99	NVPX	001105	144	NVPX	001157
100	NVPX	001106	145	NVPX	001158
101	NVPX	001107	146	NVPX	001159
102	NVPX	001109	147	NVPX	001160
103	NVPX	001110	148	NVPX	001161
104	NVPX	001112	149	NVPX	001162
105	NVPX	001114	150	NVPX	001163
106	NVPX	001115	151	NVPX	001164
107	NVPX	001116	152	NVPX	001165
108	NVPX	001117	153	NVPX	001166
109	NVPX	001118	154	NVPX	001167
110	NVPX	001119	155	NVPX	001168
111	NVPX	001120	156	NVPX	001169
112	NVPX	001121	157	NVPX	001171
113	NVPX	001122	158	NVPX	001172
114	NVPX	001123	159	NVPX	001174
115	NVPX	001124	160	NVPX	001175
116	NVPX	001125	161	NVPX	001177
117	NVPX	001126	162	NVPX	001178
118	NVPX	001127	163	NVPX	001179
119	NVPX	001128	164	NVPX	001180
120	NVPX	001129	165	NVPX	001181
121	NVPX	001130	166	NVPX	001182
122	NVPX	001131	167	NVPX	001183
123	NVPX	001132	168	NVPX	001184
124	NVPX	001133	169	NVPX	001185
125	NVPX	001134	170	NVPX	001186
126	NVPX	001136	171	NVPX	001187
127	NVPX	001137	172	NVPX	001188

173	NVPX	001189
174	NVPX	001190
175	NVPX	001191
176	NVPX	001192
177	NVPX	001193
178	NVPX	001194
179	NVPX	001195



**CERTIFICATION**

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: \_\_\_\_\_

7/31/07



\_\_\_\_\_  
Robert W. Alvord